



**Warringah Amateur Swimming Association Incorporated**

**CONSTITUTION**

<b>Adopted or Amended</b>	<b>By Whom</b>	<b>Date</b>
<b>Adopted</b>	<b>Annual General Meeting</b>	<b>31<sup>st</sup> July 2000</b>
<b>Amended</b>	<b>Annual General Meeting</b>	<b>25<sup>th</sup> July 2005</b>
<b>Amended</b>	<b>Special General Meeting</b>	<b>9<sup>th</sup> October 2006</b>
<b>Amended</b>	<b>Annual General meeting</b>	<b>31<sup>st</sup> July 2007</b>
<b>Amended</b>	<b>Special General Meeting</b>	<b>6<sup>th</sup> September 2010</b>

# CONSTITUTION OF WARRINGAH AMATEUR SWIMMING ASSOCIATION INCORPORATED

The Association shall be deemed to have been inaugurated on the 30 July 1964 at the Dee Why Ladies ASC Clubhouse by representatives of the Avalon-Bilgola ASC, Collaroy Women's and Men's, Curl Curl Ladies' and Men's, Dee Why Ladies' and Men's, Freshwater Ladies' and Men's, Manly Ladies', Narrabeen Ladies' and Men's, Queenscliff Ladies' and Men's Amateur Swimming Clubs.

## **PART 1      NAME**

The Association shall be called the Warringah Amateur Swimming Association Incorporated.

## **PART 2      INTERPRETATIONS**

The following definitions are applicable:

- "Association"            means the Warringah Amateur Swimming Association.
- "WASA"                    stands for the Warringah Amateur Swimming Association Incorporated.
- "Association Year"       means 1 October in any year to 30 September in the following year:
- "Season"                  means either Summer or Winter, whichever is applicable.
- the Association's year is divided into:
- Summer Season - 1 October to 31 March
  - Winter Season - 1 April to 30 September
- "Delegate"                means a person authorised to represent a Club.
- "The Constitution"      means this Constitution of the Association.
- "Executive"                means the Executive Committee of this Association.
- "Affiliation Fee"         means the fee paid by a club to the Association.
- "Registration Fee"        means the fee paid by an individual to the Association.

Any matters not covered by a clause in this Constitution, By-laws and Association Rules shall be decided by the Association at a General Meeting.

### **PART 3 OBJECTS**

The objects of the Association shall be:

- 3.1 to promote, teach and encourage the art of swimming.
- 3.2 to stimulate public opinion in favour of providing and maintaining proper accommodation and facilities for competition, the teaching and the enjoyment of the art of swimming.
- 3.3 to conduct and control Association Championships, Scratch and Handicap Carnivals, as well as any other competitions, as may from time to time be considered expedient and to assist in the conduct of inter-club meets.
- 3,4 to promote co-operation between clubs, encourage and develop the standard of knowledge of officials, and promote awareness at local, club and Association level, of the value for all ages.
- 3.5 to keep authentic records of all matters pertaining to swimming within the Association.

### **PART 4 MEMBERSHIP**

- 4.1 Subject to this Constitution, the membership of the Association shall comprise:
  - 4.1.1 Clubs that are granted affiliation with the Association, operating in the present local council areas of Warringah, Pittwater and Manly, which have signified their consent to be governed by this Constitution by applying for affiliation with this Association.
  - 4.1.2 (a) Those who are registered members of a club affiliated with WASA; and  
(b) are also registered members with WASA.
  - 4.1.3 Patrons elected at an AGM.
  - 4.1.4 Life Members appointed pursuant to Part 8 of this Constitution.
- 4.2 To participate in the activities of the Association, a person must be a member of WASA.
- 4.3 A register of members shall be kept by the Association, showing the name, address and date of commencement of membership for each member and the club they represent. Provision for noting the date of cessation of membership shall also be contained in the register.
- 4.4 Membership shall cease upon death, resignation, expulsion or failure of the affiliated club to pay outstanding fees within three (3) months of the due date.
- 4.5 In order to be granted membership, a club must have a minimum number of registered members in accordance with the By-law 2.1.

## **PART 5 OFFICE BEARERS**

- 5.1 The office bearers shall be elected at each AGM. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee. Where insufficient nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- 5.2 The office bearers shall consist of, President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Registrar, Race Secretary, Publicity Officer, Development Officer and Property Officer.
- 5.3 The Secretary shall keep, or cause to be kept, the records of business of the Association, including the rules, minutes of all General Meetings and a file of all correspondence. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- 5.4 The Treasurer shall ensure that all monies received by the Association are paid into a bank account or a NSW Government-recognised Financial Institution held in the Association's name. Payments shall be made through a petty cash system or by cheque signed by two (2) signatories authorised by the committee. Major or unusual expenditures shall be authorised in advance by the committee or a General Meeting.
- 5.5 The Treasurer shall ensure that correct books and accounts are kept, showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- 5.6 The Registrar shall keep a register of members, including name, address, date of joining and date of cessation of membership of each member.
- 5.7 Other officers shall perform duties as outlined in the By-laws of the Association.

## **PART 6 MANAGEMENT - By Committee**

- 6.1 The management of the Association shall be by a General Committee, which shall consist of two (2) delegates from each affiliated Club and Life Members of the Association.
- 6.2 The President or, in the President's absence, the Vice President, shall act as Chairman at each meeting of the Association.
- 6.3 If the President and Vice President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairman.
- 6.4 Each member of the Committee shall hold office from the date of their election or appointment until the conclusion of the next AGM.
- 6.5 Retired Committee Members are eligible for re-election. The position of President shall not be held for more than three (3) consecutive years; however, a past President may be re-elected after a further period of twelve (12) months.
- 6.6 A member of the Committee shall cease to hold office upon resignation in writing, removal as a member of the Association, or may cease to hold office following absence from three (3) successive committee meetings without providing reasonable justification for those absences to the satisfaction of the committee.

- 6.7 DELEGATES: Each affiliated Club shall notify this Association in writing of the names and addresses of their Delegates and alternative Delegates appointed to represent the Club at General Meetings within twenty-one (21) days of their AGM.
- 6.8 FINANCIAL YEAR: Shall be from the 1 April in any year to the 31 March in the following calendar year.
- 6.9 COMMITTEES: At the AGM, members may be elected as members of the Association's Committees as follows:
- 6.9.1 Finance and Membership Committee
  - 6.9.2 Race and Carnival Committee
  - 6.9.3 Selection Committee
  - 6.9.4 Development Committee
  - 6.9.5 any other committee, as meeting deems necessary

## **PART 7 MEETINGS**

### **7.1 ANNUAL GENERAL MEETING**

- 7.1.1 The Association shall convene the Annual General Meeting of the members of the Association at least once in each Association year and within the period up to 31 May after the expiration of each financial year of the Association.
- 7.1.2 Notice of the date and venue of such meeting shall be given to Club Secretaries at least eight (8) weeks prior to the date of the meeting.
- 7.1.3 An Agenda, listing business to be conducted including motions requiring notice, shall be given to Club Secretaries at least four (4) weeks prior to date of the meeting. The order of business at the AGM will be:
- (a) Apologies
  - (b) Confirmation of the Minutes of the previous AGM and any SGM.
  - (c) Business arising from the Minutes.
  - (d) Receipt of the Committee's report upon the activities of the Association in the last Association financial year.
  - (e) Receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last Association financial year, income and expenditure, assets and liabilities, mortgages, charges and other securities, trust priorities.
  - (f) Adoption of the Annual Report, including the Balance sheet and Statement of Revenue and Expenditure Report.
  - (g) Election of the Honorary Office Bearers and committees as set out in PART 6 above.
  - (h) Notices of Motion.

- (i) To consider and vote on the budgets submitted by the Finance and Membership Committee in respect of Income and Administrative costs for the ensuing year and, in conjunction with the Race and Carnival Committee, to determine the following:
  - (i) Entry Fees
  - (ii) Charges for pool admission
  - (iii) Price of programmes
  - (iv) Trophy value

## **7.2 GENERAL MEETINGS**

- 7.2.1 The Association shall meet as often as necessary to conduct the business of the Association and not less than on three (3) occasions in the twelve (12) month period following any AGM.
- 7.2.2 The business of the meetings shall be conducted under three headings, namely, Official, Special and General.
  - (a) Official Business shall be the Minutes of the previous meeting, apologies, notification of alternate Delegates, correspondence in and out, reports and recommendations from Committee as well as the Treasurer's report on Receipts and Expenditure since the last meeting.
  - (b) Special Business shall be notices of Motion.
  - (c) General Business shall be any other matter brought up by a Delegate.

## **7.3 SPECIAL GENERAL MEETINGS**

- 7.3.1 A Special General Meeting may be called by the President or Secretary at any time, or upon a written requisition signed by at least eight (8) delegates representing four (4) or more clubs.
- 7.3.2 In the case of an SGM where a special resolution is to be proposed, notice of the resolution shall be given to all clubs and delegates at least twenty-one (21) days before the meeting. The date, time and venue shall be advised with the resolution.
- 7.3.3 If, within half an hour after the appointed time for the commencement of an SGM a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case shall stand adjourned to the same day in the following week, at the same time and, unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned, at the same place.
- 7.3.4 If, at the adjourned meeting, a quorum is not present within an hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

## **7.4 VOTING**

- 7.4.1 Each Delegate and each Life Member shall be entitled to one vote. Each club may only have two voting delegates.

- 7.4.2 Voting at meetings shall be by a show of hands unless a secret ballot is requested. Decisions shall be made by a simple majority vote, except for those matters which must be decided by special resolution.
- 7.4.3 In the case of an equality of votes, the person appointed to chair the General Meeting shall have a second, or casting, vote.
- 7.4.4 A motion that requires a simple majority requires only a simple majority of those present and voting.
- 7.4.5 A special resolution shall require a three-quarter majority of those present and voting.
- 7.4.6 All votes shall be given personally and there shall be no voting by proxy.
- 7.4.7 The Association may not hold postal ballots.

## **7.5 QUORUM**

- 7.5.1 At all General Meetings, a quorum shall consist of delegates from one third of the Affiliated Clubs.
- 7.5.2 At an AGM or SGM at least two thirds of the Affiliated Clubs shall represent a quorum.
- 7.5.3 Meetings may function validly provided numbers are not reduced below the quorum. No business shall be transacted unless a quorum is present and if, within one half hour of the time appointed for the meeting, a quorum is not present, the meeting shall be dissolved subject to 7.3.

## **PART 8 LIFE MEMBERS**

- 8.1.1 A member who has performed outstanding service to the Association for a period of not less than seven (7) years may be elected as a Life Member at any AGM or SGM of the Association.
- 8.1.2 not more than three (3) Life Members be elected in any Association year.
- 8.1.3 a person shall not be eligible for election as a Life Member unless that person is, or has been, a member of the Association.
- 8.1.4 nominations for Life Membership, signed by the proposer and seconder, must be in the hands of the Secretary not less than thirty (30) days prior to the last meeting before the AGM or an SGM. The Office Bearers, as defined in Paragraph 5.2, will consider the merits of the person or persons proposed. Should the committee decide that the person or persons so proposed is/are worthy of the high distinction, the motion shall be put to the membership at the AGM or SGM. Presentation of a Life Membership Badge shall occur at that AGM or SGM. Should they decide against the proposal, the matter shall not be further proceeded with.
- 8.1.5 Upon election, a Life Member shall be presented with a Life Membership Badge.

## **PART 9 CLUB AFFILIATION**

- 9.1 The Affiliation Fee payable to the Association by Member Clubs each year is to be determined at the AGM of the Association.
- 9.2 The Fee shall be lodged with the Association's Treasurer by each Club before 1 November of each year.
- 9.3 Subject to the Constitution, a Member Club is not entitled to the privileges of the Association, or its members eligible to compete in any competition of the Association until its Affiliation Fee is paid.
- 9.4 Subject to the Constitution, each Club may be required to pay to the Association, a Registration Fee for each member, as shall be determined at each AGM. Clubs will not be required to pay a fee in respect of a Life Member of the Association, a Life Member of an Affiliated Club, a Patron or a member previously registered with WASA by another affiliated club in the current Association year.
- 9.5 A Club affiliated to this Association may be suspended in the event of its failure to be represented at two (2) consecutive meetings, or three (3) meetings in any one year, without reasonable explanation.
- 9.6 Any affiliated Club which fails to assist, to the satisfaction of this Association in the supply of their allocated Officials for the organisation and running of any meet conducted by WASA, may be cited to appear before this Association to show cause why they should not be penalised.
- 9.7 By applying for membership of the Association, clubs signify their agreement to be governed by this Constitution.
- 9.8 The affiliated clubs will be governed by this Constitution.

## **PART 10 APPLICATION FOR AFFILIATION TO WASA**

- 10.1 The Annual Affiliation Fee must accompany each application for affiliation by a Club.
- 10.2 The application shall state the list of Office Bearers and the Delegates from the Club as well as the objects of the club.
- 10.3 Where, for any reason, the Association rejects the application, any fee paid shall be refunded.

## **PART 11 DISCIPLINING OF MEMBERS**

- 11.1 A complaint may be made to the Committee by any member of the Association concerning a member or club who/which:
  - 11.1.1 has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - 11.1.2 Has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 11.2 On receiving such a complaint, the Committee:
  - 11.2.1 must cause notice of the complaint to be served on the member or club concerned;



- 11.2.2 must give the member or club at least fourteen (14) days from the time the notice is served in which to make submissions to the committee in connection with the complaint, and
- 11.2.3 must take into consideration any submissions made by the member or club in connection with the complaint.
- 11.3 If, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved, the Committee may, by resolution, expel the member or club from the Association or suspend the member or club from membership of the Association.
- 11.4 If the committee expels or suspends a member or club, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member or club of the action taken, of the reasons given by the committee for having taken that action and of the member's or club's right of appeal under rule 11.2.
- 11.5 The expulsion or suspension does not take effect: until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 11., whichever is the later.
- 11.6 Right of appeal of disciplined member
- 11.6.1 A member or club may appeal to the Association in an SGM against a resolution of the committee under rule 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 11.6.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member or club intends to rely for the purposes of the appeal.
- 11.6.3 On receipt of a notice from a member or club, the Secretary must notify the committee which is to convene an SGM of the Association to be held within 28 days after the date on which the secretary received the notice.
- 11.6.4 At an SGM of the Association, no business other than the question of the appeal is to be transacted, and the committee and the member or club must be given the opportunity to state their respective cases orally or in writing, or both, and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 11.6.5 If, at the SGM, the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 12 SPECIAL RESOLUTIONS**

- 12.1 A special resolution may be passed by an SGM or AGM of the Association to effect the following:
- 12.1.1 To change the name of the Association.
  - 12.1.2 To change the constitution of the Association.
  - 12.1.3 To change the objects of the Association.
  - 12.1.4 To make or amend by-laws of the Association.
  - 12.1.5 To amalgamate with another swimming association.
  - 12.1.6 To voluntarily wind up the Association and distribute the property of the Association.
- 12.2 A special resolution shall be passed in the following manner.
- 12.2.1 A notice must be sent to all affiliated club secretaries advising that an SGM is to be held to consider a special resolution.
  - 12.2.2 A quorum must be present at the meeting.
  - 12.2.3 Voting shall be conducted in accordance of Paragraph 7.4 of this Constitution.
- 12.3 A special resolution to change the Association's Name, Constitution or Objectives shall be of no effect until such time as it has been approved by the Department of Fair Trading, or such other body or corporation as may succeed that organisation.

## **PART 13 MISCELLANEOUS**

- 13.1 The Association shall effect and maintain insurance as required together with any other insurance which may be required by law or regarded as necessary by the Association.
- 13.2 The funds of the Association shall be derived from the fees of affiliated clubs, donations, grants and such other sources approved by the Association.
- 13.3 The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Committee.
- 13.4 The Assets and Income of the Association shall be applied solely in furtherance of its above objectives and no portion shall be distributed directly or indirectly to the members of the Association except as trophies arising from competitions as provided under PART 7 of the constitution or bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 13.5 The colours of the Association shall be Green and White. The Association's Badge/Crest shall be the Flannel Flower.
- 13.6 The Association shall not be dissolved unless determined by a three-fourths majority of the total voting membership at an SGM of which not less than one month's notice must be given to all voting members, by means as determined by the Committee.

- 13.7 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is exempt from income tax.
- 13.8 Where it furthers the objects of the Association to amalgamate with any one or more organisations having similar objectives, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members, and must be exempt from income tax.
- 13.9 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by PART 9.
- 13.10 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to an independent arbitrator as agreed by both parties. If both parties cannot agree to an independent arbitrator the dispute is to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

#### **PART 14 BY-LAWS** (changes only at AGM. or SGM)

- 14.1 An AGM or SGM may, from time to time, make such by-laws as may be necessary for the purposes of attaining the objectives of this Association.
- 14.2 An AGM or SGM may, from time to time, make, amend or repeal any By-law made pursuant to this clause and such action shall take effect immediately or at such later time as the meeting shall determine.
- 14.3 A By-law made pursuant to this clause shall not be inconsistent with this Constitution.

#### **PART 15 ASSOCIATION RULES** (changes at any General Meeting)

- 15.1 The Committee may, from time to time make such Association rules as may be necessary and convenient for the purposes of attaining the objectives of the Association.
- 15.2 The Committee may adopt wholly or in part by reference, any rules relating to the conduct of swimming or competitions.
- 15.3 The Committee may, from time to time, vary, amend or repeal any Association Rules made pursuant to this clause.
- 15.4 An Association Rule made pursuant to this clause shall take effect from the date that it is made or such later date as the Committee shall decide and shall be laid before the next AGM of the Association and the General Meeting may disallow the Association Rule, whereupon it shall cease to have effect from the date of that meeting.
- 15.5 An Association Rule made pursuant to this clause shall not be inconsistent with this Constitution or By-laws.